

*The 'go to' organisation for Local  
Government improvement in Scotland*

**is.**  
improvement **service**

IMPROVEMENT SERVICE BOARD

# Code of Conduct





# Introduction

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The Improvement Service (IS) is the 'go to' organisation for Local Government improvement in Scotland. We set the highest ethical standards for our Board, our Senior Leadership Team and all our employees in carrying out our business.

This Code applies to all members of the Board. It has been developed through reference to current standards of best practice for similar organisations and takes into consideration the recently developed [IS Employee Code of Conduct](#).

The Code is presented in the first person to encourage Board members to accept and endorse its content and to emphasise that it is their personal responsibility to be aware of, and comply with, its provisions.



# My Responsibilities as an IS Board Member

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I will respect and uphold the values of the IS articulated in the [IS Employee Code of Conduct](#).

## General

- ▶ I will act within the **[governance documents](#)** of the IS and the law and abide by the policies and procedures of the company. This includes having a knowledge of the contents of the governance documents and relevant policies and procedures.
- ▶ I will support and champion the **vision and purpose** of the IS, using skills or knowledge I have to further that mission and seeking expert advice where appropriate.
- ▶ I will be an **active Board member**, making my skills, experience, and knowledge available to the IS and seeking to do what additional work I can outside Board meetings, including sitting on sub-committees.
- ▶ I will respect organisational, board and individual **confidentiality**, while never using confidentiality as an excuse not to disclose matters that should be transparent and open.
- ▶ I will develop and maintain a sound and up-to-date **knowledge of the IS and its environment**. This will include an understanding of how the IS operates, the social, political, and economic environment in which it operates and the nature and extent of its work.
- ▶ I accept my responsibility to ensure that the **IS is well run** and will raise issues and questions in an appropriate and sensitive way to ensure that this is the case.

## Managing Interests

- ▶ I will act in the **best interests of the IS as a whole**, and not as a representative of any group – considering what is best for the IS and its present and future stakeholders and avoiding bringing the IS into disrepute.
- ▶ I will not put myself in a position where my personal interests conflict with my duty to act in the interests of the organisation. Where there is a **conflict of interest**, I will ensure that this is managed effectively in line with the Conflict of Interest provisions in the Articles of Association.

## Meetings

- ▶ I will **attend all appropriate meetings** and other appointments at the IS or give apologies.
- ▶ I will **prepare fully for all meetings** and work for the organisation. This will include reading papers, querying anything I do not understand, thinking through issues before meetings and completing any actions assigned to me in the agreed time.
- ▶ I will **actively engage in discussion**, debate and voting in meetings, contributing in a considered and constructive way, listening carefully, challenging sensitively, and avoiding conflict.
- ▶ I will **participate in collective decision making**, accept a majority decision of the board and will not act individually unless specifically authorised to do so.

## Governance

- ▶ I will **actively contribute towards strengthening the governance** of the IS board, participating in induction and training and sharing ideas for improvement with the board.

## Relations with Others

- ▶ I will respect **equality and diversity**, different roles and boundaries, and avoid giving offence.
- ▶ I will not make **public comments** about the organisation unless authorised to do so. Any public comments I make about the IS will be considered and in line with organisational policy, whether I make them as an individual or as a Board member.

## Leaving the Board

- ▶ If I wish to cease being a member of the IS Board at any time, I will inform the Chair of my resignation in writing, stating my reasons for leaving.



# Key Principles

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1. **Duty:** I have a duty to uphold the law and act in accordance with it and to act in the interests of the IS and its members.
2. **Selflessness:** I have a duty to take decisions solely in terms of the best interests of the IS and its members. I must not act to gain financial or other material benefit for myself, family or friends.
3. **Accountability and Integrity:** I am accountable for my decisions and actions. I have a duty to consider issues on their merits, taking account of the views of others, and I must ensure that the IS uses its resources prudently and in accordance with the law. I must not place myself under any financial or other obligation to any individual or organisation that might reasonably be thought to influence me in the performance of my duties as an IS Board Member.
4. **Objectivity:** I must make decisions solely on merit when carrying out IS business including making appointments and awarding contracts.
5. **Openness:** I have a duty to be as open as possible about my decisions and actions, giving reasons for my decisions and restricting information only when the wider public interest clearly demands.
6. **Honesty:** I have a duty to act honestly. I must declare any private interests relating to my IS duties and take steps to resolve any conflicts arising, in accordance with the Conflict of Interest provisions in the Articles of Association.
7. **Leadership and Collaboration:** I have a duty to promote and support these principles by leadership and example, and to maintain and strengthen trust and confidence in the integrity of the IS and its Board in conducting IS business. I have a shared responsibility for leadership and action with my fellow IS Board members
8. **Respect:** I must respect all other Board members and IS employees and the role they play, treating them with courtesy at all times.

Signed ..... Name .....

Date .....

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